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WC 06-29

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January 20, 2006

DATE STAMP & RETURN

BY HAND

Federal Communications Commission
Wireline Competition Bureau -- CPD -- 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

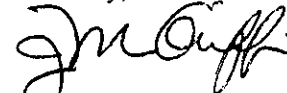
Re: In the Matter of BCN Telecom, Inc.
Application for Consent to Transfer Control of a Company Holding
International Authorizations and a Blanket Domestic Authorization
Pursuant to Section 214 of the Communications Act of 1934, as Amended

Ladies and Gentlemen:

Enclosed for filing, on behalf of BCN Telecom, Inc. ("BCN Telecom") and Telecom Acquisition Company, LLC ("TACO") (BCN Telecom and TACO, collectively the "Parties"), please find an original and five (5) copies of the above-captioned application. The Parties request authority for the transfer of control of BCN Telecom through the sale of TACO, its parent company. This application is being filed concurrently with the International Bureau via its IBFS electronic program.

Remittance Form 159 and a check to cover the \$895 filing fee are appended. An additional copy of this filing for date-stamp and return has been provided as well. If there are any questions regarding this application, please contact the undersigned counsel. Thank you in advance for your assistance with this matter.

Sincerely,



Joan M. Griffin

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) BCN Telecom, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 550 Route 202-206			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Bedminster		(7) STATE NJ	(8) ZIP CODE 07921
(9) DAYTIME TELEPHONE NUMBER (include area code) 908-470-4700		(10) COUNTRY CODE (if not in U.S.A.) USA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0014562128			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)			
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME BCN Telecom, Inc.			
(14) STREET ADDRESS LINE NO. 1 550 Route 202-206			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Bedminster		(17) STATE NJ	(18) ZIP CODE 07921
(19) DAYTIME TELEPHONE NUMBER (include area code) 908-470-4700		(20) COUNTRY CODE (if not in U.S.A.) USA	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014562128			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895	(27A) TOTAL FEE \$895		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, <u>Joan M. Griffin</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Joan M. Griffin</u>		DATE <u>1/20/06</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
BCN TELECOM, INC.)	File No. _____
)	
Application for Consent to Transfer)	
Control of a Company Holding)	
International Authorizations and a Blanket)	
Domestic Authorization Pursuant)	
to Section 214 of the Communications Act)	
of 1934, as Amended)	

APPLICATION FOR TRANSFER OF CONTROL

BCN Telecom, Inc. ("BCN Telecom" or "Company") and Telecom Acquisition Company, LLC ("TACO") (BCN Telecom and TACO, collectively the "Parties") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.04, 63.24(e), to transfer control of BCN Telecom through the sale of TACO, its parent company.

BCN Telecom is a non-dominant carrier providing international (as well as intrastate and interstate) long distance services through the resale of purchased services from various facilities based carriers. The Company was granted international switched resale authority by the FCC in File Nos. ITC-214-19951228-00061 and ITC-214-19960529-00214. In addition, BCN Telecom holds blanket Section 214 authority to provide domestic interstate service. BCN Telecom is a wholly-owned subsidiary of TACO, which is a New Jersey limited liability company and a holding company.

TACO has reached agreement with certain of the individuals and entities that hold

membership interests in TACO – specifically, Advance Capital Partners, LLC, JADM Partners, LP, Salvatore Tiano, and ELD Partners, LP (collectively, “Sellers”) – to acquire all of the members’ interests in TACO. Post-close, two U.S. citizens who are currently officers of BCN Telecom, Richard M. Boudria and William P. Mulcahy, will hold a majority of the ownership interests in TACO and thus in BCN Telecom. Closing is subject to receipt of all necessary regulatory approvals.

The Parties respectfully request that the Commission process this Application in accordance with its streamlined processing procedures in Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in BCN Telecom (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) BCN Telecom (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither BCN Telecom nor any of its affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c), (1) BCN Telecom is not a foreign carrier, nor is it affiliated with any foreign carriers; (2) BCN Telecom is not affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Pursuant to Sections 63.24(e)(2) and 63.18 of the Commission’s Rules, the Parties set forth the following information in support of this Application:

- (a) The name, address, and telephone number of the transferor, transferee, and licensee are as follows:

BCN Telecom, Inc. ("BCN Telecom") (licensee)
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Fax: (908) 470-4707

Telephone Acquisition Company, LLC ("TACO") (transferor and transferee)
550 Route 202-206
Bedminster, NJ 07921
Telephone: (908) 470-4780
Fax: (908) 470-4707

- (b) BCN Telecom is a corporation organized under the laws of the State of New Jersey. TACO is a limited liability company organized under the laws of the State of New Jersey.
- (c) Correspondence concerning this Application should be sent to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Telephone: (269) 381-8844
Fax: (269) 381-8822

With copies to:

Joan M. Griffin, Esq.
KELLEY DRYE & WARREN LLP
1200-19th Street, NW
Suite 500
Washington, DC 20036
Telephone: (202) 955-9786
Fax: (202) 955-9792
jgriffin@kelleydryc.com

- (d) BCN Telecom was granted international switched resale authority by the FCC in File Nos. ITC-214-19951228-00061 and ITC-214-19960529-00214. TACO does not hold Section 214 authority.
- (e) Not applicable.

- (f) Not applicable.
- (g) Not applicable.
- (h) Following consummation of the proposed transfer of control, TACO will hold 100 percent of the ownership interests in BCN Telecom. TACO is a New Jersey limited liability company and a holding company with offices as stated in (a) above. The following individuals will hold 10 percent or more of the ownership interest in the Company as a result of their ownership interests in TACO:
 - (1) Richard Boudria
c/o Telecom Acquisition Company, LLC
550 Route 202-206
Bedminster, NJ 07921-0760
Will own 48.5 percent of the membership interests of TACO post-close.
Mr. Boudria is a U.S. Citizen.
Mr. Boudria's principal business is telecommunications management. He is currently President and CEO of BCN Telecom.
 - (2) William P. Mulcahy
c/o Telecom Acquisition Company, LLC
550 Route 202-206
Bedminster, NJ 07921-0760
Will own 11.5 percent of the membership interests of TACO post-close.
Mr. Mulcahy is a U.S. Citizen.
Mr. Mulcahy's principal business is telecommunications management. He is currently Chief Operations Officer of BCN Telecom.
- (i) TACO is not a foreign carrier and is not affiliated with any foreign carrier. BCN Telecom will not be affiliated with any foreign carriers post-close.
- (j) As evidenced by the signature to this Application, TACO certifies that with respect to each country to which BCN Telecom is authorized to provide service, neither BCN Telecom nor TACO is a foreign carrier in that country; 2) neither BCN Telecom nor TACO will control a foreign carrier in that country; 3) no entity that will own more than 25 percent of BCN Telecom or TACO, or will control BCN Telecom or TACO, controls a foreign carrier in that country; and 4) two or more foreign carriers (or parties that control foreign carriers) which are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the U.S. will not own, in the aggregate, more than 25 percent of BCN Telecom or TACO.
- (k) Not applicable.
- (l) Not applicable.

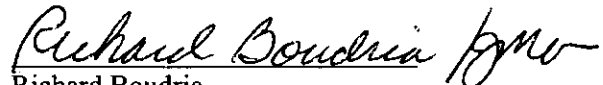
- (m) Not applicable.
- (n) TACO certifies that no party to this Application has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that no party to this Application will enter into such agreements in the future.
- (o) TACO certifies that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This Application is eligible for streamlined processing pursuant to Section 63.12 because (i) there are no affiliations with foreign carriers in any destination market; (ii) there are no affiliations with dominant U.S. foreign carriers whose international switched or private line services will be resold; and (iii) no authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines is requested in this Application.

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

For the foregoing reasons, the Parties respectfully request that the Commission grant this Application for consent to the transfer of BCN Telecom as expeditiously as possible.

Respectfully submitted,

**BCN TELECOM, INC.
TELECOM ACQUISITION COMPANY, LLC**


Richard Boudria
President
BCN TELECOM, INC.
550 Route 202-206
Bedminster, NJ 07921

Joan M. Griffin, Esq.
KELLEY DRYE & WARREN LLP
1200-19th Street, NW, Suite 500
Washington, DC 20036
(202) 955-9786
Their Attorney

Member
TELECOM ACQUISITION COMPANY, LLC
c/o BCN Telecom, Inc.
550 Route 202-206
Bedminster, NJ 07921

Date:

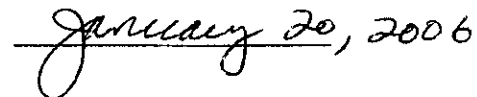


EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Parties provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

TACO has reached agreement with certain of the individuals and entities that hold membership interests in TACO -- specifically, Advance Capital Partners, LLC, JADM Partners, LP, Salvatore Tiano, and ELD Partners, LP (collectively, "Sellers") -- to acquire all of the members' interests in TACO. Post-close, two U.S. citizens who are currently officers of BCN Telecom, Richard M. Boudria and William P. Mulcahy, will hold a majority of the ownership interests in TACO and thus in BCN Telecom. Closing is subject to receipt of all necessary regulatory approvals.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

BCN Telecom provides local, long distance, toll-free, UNE-P, T1 to T3 voice or data/Internet, audio conferencing, and voicemail services to small and medium business customers along the east coast of the U.S. as well as in large call centers throughout the U.S. TACO is a holding company and does not provide telecommunications services. Mr. Boudria and Mr. Mulcahy's current interest in the provision of telecommunications services is through BCN Telecom.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the

proposed transaction will result in BCN Telecom (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) BCN Telecom (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither BCN Telecom nor any of its affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

Consummation of the proposed transaction will serve the public interest. The Sellers have determined that participation in TACO is no longer consistent with their interests and thus the proposed transaction will enable them to exit the business. Since the proposed transaction will occur at the parent company level, Sellers' exit from the business will have no impact on BCN Telecom; rather, BCN Telecom will continue to provide high-quality services to its customers. Post-close, the Company will continue to operate as it has in the past, using the same name, terms and conditions of service, and operating authority. BCN Telecom intends to retain all key Company personnel, including senior management personnel. Thus, the transfer of control will be transparent

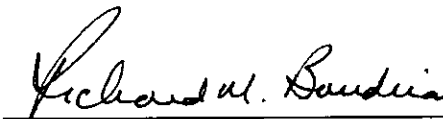
to, and have no adverse impact on, the Company's customers. Furthermore, consummation of the proposed transaction will not have a negative affect on competition in the industry since no competitors will be eliminated as a result of the proposed transfer of control. For these reasons, the proposed transaction serves the public interest.

VERIFICATION

I, Richard M. Boudria, am the Chief Executive Officer and President of BCN Telecom, Inc., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 10th day of January 2006.

BCN Telecom, Inc.



Richard M. Boudria, CEO and President

Subscribed and sworn before me this 10th day of January 2006.


Notary Public:

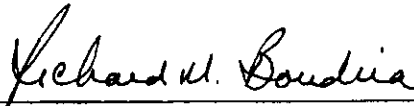
Richard F. Macchio
Notary Public
State of New Jersey
My Commission Expires on July 16, 2008

VERIFICATION

I, Richard M. Boudria, am the Chief Executive Officer of Telecom Acquisition Company, LLC, and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 10th day of January 2006.

Telecom Acquisition Company, LLC



Richard M. Boudria, CEO

Subscribed and sworn before me this 10th day of January 2006.



Notary Public:

Richard F. Nacchio
Notary Public
State of New Jersey
My Commission Expires on July 16, 2008